

DOCKET FILE COPY ORIGINAL

90-314

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

In the matter of

Omnipoint Communications, Inc.
New York MTA
Frequency Block A

)
)
)
)
)
)

File No. 15002-CW-L-94

To: The Commission

PETITION FOR CLARIFICATION

RECEIVED

JAN 16 1996

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF SECRETARY

Frederick H. Graefe
Michael C. Ruger
Counsel for The Wireless
Communications Council

BAKER & HOSTETLER
Suite 1100
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5304
(202) 861-1500

Date: January 16, 1995

SUMMARY

Omnipoint Communications, Inc. ("Omnipoint"), received substantial benefits from the Federal Communications Commission when it was awarded a PCS license for the New York MTA through the pioneer's preference procedure. Omnipoint received the New York MTA license at a 21.5% discount as compared to the successful bid for the Block B license, and it is permitted to pay for its license over the course of five years, with interest-only payments for the first two years. Furthermore, Omnipoint received a significant time advantage over its competitor by receiving its license first.

Omnipoint is required to substantially use the design and technology upon which its pioneer's preference award is based. The Commission, however, has not specified the meaning of "substantial use" as that term is used in Omnipoint's PCS license. Omnipoint has acknowledged this uncertainty in a registration statement filed with the Securities and Exchange Commission.

Public evidence suggests that Omnipoint will initially use GSM equipment for its New York PCS network, rather than the technology upon which its pioneer's preference was based. An independent consulting engineer's review of this information concludes that Omnipoint is currently constructing a GSM system with some minor use of the technology for which Omnipoint received its pioneer's preference.

The Wireless Communications Council requests the Commission to clarify the meaning of the "substantial use" condition

attached to Omnipoint's PCS license. By clarifying the meaning of this condition, the Commission will ensure that Omnipoint is in full compliance with the conditions associated with its PCS license, and that it is deserving of the substantial benefits resulting from the award of a pioneer's preference.

TABLE OF CONTENTS

	<u>Page Number</u>
Summary	i
Introduction	1
Background	2
Omnipoint's Public Statements Regarding its New York PCS Network	5
The Nortel Agreement	6
The PacBell Agreement	8
The JRC Agreement	8
The Ericsson Agreement	9
The GSM Interest Group	9
Independent Engineering Analysis	9
Request for Clarification	10
Conclusion	12
Exhibits	
<u>Exhibit 1:</u> License of Omnipoint Communications, Inc.	
<u>Exhibit 2:</u> SEC Registration Statement (Form S-1) filed by Omnipoint Corporation on October 19, 1995 [Pages 1-33]	
<u>Exhibit 3:</u> Nortel News Release dated September 19, 1995	
<u>Exhibit 4:</u> Pacific Bell News Release dated September 21, 1995	
<u>Exhibit 5:</u> Omnipoint News Release dated July 13, 1995	
<u>Exhibit 6:</u> Omnipoint News Release dated December 12, 1995	
<u>Exhibit 7:</u> Pacific Telesis News Release dated November 20, 1995	
<u>Exhibit 8:</u> Engineering Statement of Dr. Charles L. Jackson	

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

RECEIVED

JAN 16 1996

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF SECRETARY
File No. 15002-CW-L-94

In the matter of)
)
Omnipoint Communications, Inc.)
New York MTA)
Frequency Block A)
)

To: The Commission

PETITION FOR CLARIFICATION

Introduction

1. The Wireless Communications Council ("WCC"), through counsel, hereby petitions the Commission to clarify the phrase "substantial use" as used in the conditions specified in the PCS license awarded through the pioneer's preference procedure to Omnipoint Communications, Inc. ("Omnipoint"). The Commission awarded Omnipoint's PCS license on the basis of the company's acceptance of the Commission's condition that it "substantially use" its 2 GHz handset and associated base station equipment in providing service in the New York MTA. All public evidence, however, leads to the conclusion that Omnipoint will initially use GSM equipment for its PCS network, rather than the technology for which the Commission awarded it a pioneer's preference. As Omnipoint enjoys substantial financial benefits as a result of obtaining its license through the pioneer's preference program, it is incumbent upon the Commission to ensure that all parties, including Omnipoint, fully understand the requirement that the company substantially use its technology.

Background

2. In its November 6, 1992, Tentative Decision and Memorandum and Order,¹ the Commission justified its decision to award a pioneer's preference to Omnipoint as follows:

We tentatively conclude that Omnipoint deserves a pioneer's preference for its equipment development. Omnipoint's pioneering work can be categorized in three areas: radio frequency engineering and related spread spectrum product design, development, miniaturization, and deployment of equipment; systems architecture design that facilitates coexistence with other users of the same frequencies; and design and development of a base station interface that is compatible with advanced features of the public switched telephone network, including Integrated Services Digital Network, Signaling System 7, and Advanced Intelligent Network features that are likely to be useful for PCS development.²

In the subsequent Third Report and Order³ in which it made the tentative awards final, the Commission reiterated these factors and added, "Omnipoint has demonstrated its role in developing PCS by designing and manufacturing innovative spread spectrum/time division equipment. Omnipoint's handsets also have enabled other entities to develop PCS experimental systems, thereby facilitating experimentation and establishment of this new service."⁴

3. In describing Omnipoint's technology, the Commission stated that "Omnipoint's equipment uses direct sequence spread

¹ See Amendment of the Commission's Rules to Establish New Personal Communications Services, Tentative Decision and Memorandum Opinion and Order ("Tentative Decision"), 7 FCC Rcd 7794 (1992).

² Id. at 7802-7803.

³ See Amendment of the Commission's Rules to Establish New Personal Communications Services, Third Report and Order, 9 FCC Rcd 1337 (1994).

⁴ Id. at 1348.

spectrum access techniques in a 5 or 10 megahertz channel."⁵ The Commission also noted that it was "not aware of any other entity proposing or building 2 GHz PCS equipment that allows for both transmit and receive on the same frequency channel (TDD) and multiple users on the same frequency channel (TDMA) while also providing for multiple cells on the same frequency channel by using spread spectrum and associated CDMA technology or by using different frequency channels (FDMA) with CDMA."⁶ This description of the radio interface that Omnipoint is required to substantially use in serving the New York MTA is not a description of the GSM radio interface. Furthermore, at no point in the Tentative Decision or the Third Report and Order did the Commission mention the European technology GSM in its discussion of the system for which Omnipoint was awarded its pioneer preference.

4. In the Third Report and Order, the Commission noted, "To ensure the integrity of our pioneer's preference program we are directing the relevant licensing bureau to condition the license obtained through the pioneer's preference process upon the licensee building a system that substantially uses the design and technologies upon which its preference award is based."⁷ The Commission also noted, "It is inherent in our pioneer's preference policy that the innovator use the technology upon which its

⁵ Id. at 1346.

⁶ Id. at 1347.

⁷ Id. at 1339.

preference is based."⁸ Omnipoint's authorization included the following condition:

This authorization requires that Omnipoint Communications, Inc., shall construct a 30 MHz broadband Personal Communications Services system on Frequency Block A (1850-1865 MHz/1930-1945 MHz) in the New York MTA that substantially uses the design and technology upon which the pioneer's preference award to Omnipoint Communications, Inc. was based. This condition expires upon meeting the five-year build-out requirement in 47 C.F.R. § 24.203(a).⁹

5. Omnipoint is apparently unsure as to the meaning of the condition associated with its PCS authorization. In its registration statement filed with the Securities and Exchange Commission, Omnipoint made the following disclosure:

The Company's [Omnipoint's] New York MTA license contains a condition that requires the Company to construct a PCS system that "substantially uses" the design and technology upon which the Pioneer's Preference award was based. The condition expires upon the system providing coverage for one-third of the population of the MTA. While the FCC has never defined the phrase, the Company believes that its present plan to use the Omnipoint/GSM system to build out the New York MTA network will satisfy the "substantial use" condition.¹⁰

Omnipoint has announced its intention to initiate limited commercial PCS service in the New York MTA beginning in late 1996.¹¹

⁸ Id.

⁹ See License of Omnipoint Communications, Inc., File No. 15002-CW-L-94. A copy of the license is attached as Exhibit 1.

¹⁰ See SEC Registration Statement (Form S-1) filed by Omnipoint Corporation ("Omnipoint SEC Registration Statement") on October 19, 1995, at 32. A copy is attached as Exhibit 2.

¹¹ Id. at 20.

Omnipoint's Public Statements Regarding its New York PCS Network

6. Omnipoint has made a number of public statements which indicate that the company may not be substantially using the technology for which it received its pioneer's preference. Indeed, it appears that Omnipoint is using mainly GSM/PCS 1900¹² equipment with a small, insubstantial amount of IS-661 equipment¹³ in the New York MTA. These statements include an announcement of an equipment agreement with Northern Telecom, Inc. ("Nortel"); a roaming agreement with Pacific Bell Mobile Services, Inc. ("PacBell"); a handset manufacturing agreement with JRC International, Inc. ("JRC"); a Memorandum of Understanding with Ericsson, Inc., for network equipment and services; and Omnipoint's membership in a trade organization promoting the use of GSM technology in the United States.¹⁴ An engineer's review of this publicly available information suggests that Omnipoint is currently constructing a GSM system with only minor use of IS-661 technology.¹⁵

¹² PCS 1900 is the name for the version of GSM deployed in the United States.

¹³ The term IS-661 identifies one of the PCS standards that is in the final stages of approval by the Telecommunications Industry Association as an interim standard for use by PCS licensees. The air interface associated with the IS-661 standard is based on the technology for which Omnipoint received its pioneer's preference--a time division duplexing (TDD) system that uses a combination of time division multiple access (TDMA), frequency division multiple access (FDMA) and code division multiple access (CDMA).

¹⁴ Copies of news releases associated with these statements are attached as Exhibits 3 through 7.

¹⁵ See Engineering Statement of Dr. Charles L. Jackson, attached as Exhibit 8.

7. Any delays in deployment of its IS-661 technology, however, are at odds with the statements Omnipoint made to the Commission in 1992. In its reply comments of June 26, 1992, Omnipoint stated that it had "operational, spread spectrum, pocket phones and wireless systems operating in the 1850-2200 MHz band that incorporate the critical system features discussed in our Pioneer's Preference."¹⁶ Omnipoint went on to observe that it was stressing the availability of its equipment because "there are huge differences between a) principles of operation that can only be modeled and simulated; b) what can be demonstrated in a prototype that has no constraints on size, power consumption, cost or mass producibility; and c) what can be achieved in a handheld RF product."¹⁷ In addition, Omnipoint stated, "We also suggest that our proximity to commercialization be viewed as an indicator of how long we have been at this as well as the fact that we are far beyond the minimal 'technical feasibility' stage for consideration of a Pioneer's Preference. With the exception of CT2 based systems, we believe we have the only PCS system which will be commercially fielded this year."¹⁸

8. The Nortel Agreement. In 1994, a trade publication reported that Omnipoint had selected European GSM technology for

¹⁶ See Reply Comments of Omnipoint Communications, Inc., GEN Docket No. 90-314, filed June 26, 1992, at 3.

¹⁷ Id.

¹⁸ Id. at 3-4.

its New York PCS system.¹⁹ In discussing this decision in a hearing before the Senate Committee on Commerce, Science and Technology, the president of Omnipoint, Douglas Smith, explained that "Northern Telecom[] . . . licensed [Omnipoint's] technology and is going to integrate [Omnipoint's] U.S.-built RF access technology into their switches."²⁰ In its SEC filing, Omnipoint states that it "will initially use a GSM interface between Omnipoint's RF access technology and the digital switches."²¹ On September 19, 1995, Omnipoint and Nortel announced that Omnipoint had increased its five year supply agreement from \$100 million to \$250 million. A Nortel news release stated that "Nortel will deliver a turnkey digital PCS network integrating Global System for Mobile Communications (GSM) standard mobility switching and services with Omnipoint's IS-661 base station radio equipment." A copy of the Nortel news release is attached as Exhibit 3.

¹⁹ See GATT Implementing Legislation Hearings on S. 2467 Before the Committee on Commerce, Science and Transportation, United States Senate, 103rd Cong., 2nd Sess. 433 (statement of Mr. Kevin Kelley).

²⁰ Id. at 445 (statement of Mr. Douglas Smith). Mr. Smith erroneously implied that GSM is only a "switching infrastructure." GSM refers to a complete digital communications system including switching infrastructure, base stations and mobile phones. GSM has a radio interface which uses TDMA technology. In its pioneer's preference request, Omnipoint observed, "the two most widely proposed narrowband systems for various PCS services are CT2 and GSM/DCS-1800 systems." See Request of Omnipoint Communications, Inc., for a Pioneer's Preference in the Licensing Process for Personal Communications Services, GEN Docket No. 93-314, filed May 4, 1992, at 30. Omnipoint also noted that "DCS-1800 use[s] 200 KHz channels." Id.

²¹ See Omnipoint SEC Registration Statement at 28.

9. The PacBell Agreement. PacBell will employ a GSM/PCS 1900 system for its PCS network, which will cover most of California and part of Nevada. On May 30, 1995, PacBell and Omnipoint announced a roaming agreement that would allow their customers to use their handsets and services to place and receive calls in California and New York. A copy of the Pacific Bell news release is attached as Exhibit 4. In its SEC Registration Statement, Omnipoint stated that it is "planning to provide GSM roaming capability for PacBell subscribers and subscribers from other areas using GSM systems."²²

10. The JRC Agreement. In its SEC Registration Statement, Omnipoint stated that "[a]dditional software and hardware development must be completed by [Omnipoint] before its subscriber and infrastructure products will be available for commercial sale."²³ On July 13, 1995, Omnipoint announced that it had entered into an agreement with JRC whereby JRC will license Omnipoint's technology, and develop and manufacture handsets incorporating Omnipoint's technology. The Omnipoint news release, a copy of which is attached as Exhibit 5, states that "JRC will assist Omnipoint in the development of a first generation handset that will be available in the second quarter of 1996." The news release also states, "A second generation handset designed by JRC will go into production in late 1996."

²² See Omnipoint SEC Registration Statement at 23.

²³ See Omnipoint SEC Registration Statement at 7.

11. The Ericsson Agreement. On December 12, 1995, Omnipoint announced that it had signed a Memorandum of Understanding with Ericsson for over \$250 million worth of Omnipoint IS-661 and GSM/PCS 1900 network equipment and services. The Memorandum of Understanding also provides for \$40 million worth of IS-661 and GSM/PCS 1900 mobile phones and \$60 million worth of IS-661/GSM/PCS 1900 dual mode phones. A copy of the Omnipoint news release is attached as Exhibit 6.

12. The GSM Interest Group. On November 20, 1995, Omnipoint and six other American companies announced the formation of the "North American Interest Group of the international 'GSM MoU'--an association of wireless communications providers around the world using GSM-based systems."²⁴ The Pacific Telesis news release announcing the formation of the organization also states that the GSM platform supports the IS-661 standard.

13. Independent Engineering Analysis. An independent consulting engineer, Dr. Charles L. Jackson, has examined the publicly available information described above. He concludes that:

Based on the evidence available to me, I conclude that Omnipoint is building a GSM system with some minor use of its IS-661 access technology in a "trial" in Wall Street. Among the most telling evidence, Omnipoint's system will support subscriber units that operate only using the GSM standard. Yet, in their request for a pioneer's preference Omnipoint explicitly contrasted their technology with GSM technology. My belief that GSM and the Omnipoint technology are very different agrees with Omnipoint's position in its pioneer's preference request. The technology for which Omnipoint received its preference appears to play a negligible role in the service Omnipoint is actually offering. Thus, it does

²⁴See Exhibit 7, Pacific Telesis News Release at 1.

not appear (on the basis of evidence I have discovered) that the system Omnipoint is building in the New York MTA is "substantially" based upon the design and technologies upon which Omnipoint requested a pioneer's preference.²⁵

Request for Clarification

14. In light of the above information, it appears that Omnipoint will not employ the technology for which it received its pioneer's preference when it initiates PCS service in the New York MTA. Whether Omnipoint's plan complies with the "substantial use" condition attached to Omnipoint's PCS license is unknown even to Omnipoint, as the company acknowledges in its SEC Registration Statement. Given that the award of a pioneer's preference to Omnipoint resulted in a substantial loss of revenue to the United States Treasury, and that Omnipoint received significant financing advantages unavailable to all but two other PCS licensees,²⁶ now is the appropriate time for the Commission to clarify the meaning of "substantial use." In clarifying the phrase, the Commission may wish to consider the following questions.

²⁵ See Exhibit 8 at 7-8.

²⁶ Omnipoint will pay \$347.5 million for the New York MTA Block A license. The successful bid for the New York MTA Block B license was \$442.7 million. Omnipoint therefore received a discount of 21.5%, or \$95.2 million, for the Block A license. In addition, Omnipoint, unlike participants in the Block A and Block B license auctions, is permitted to pay for its license in installments over five years, with interest-only payments for at least the first two years. See Omnipoint SEC Registration Statement at 30. Furthermore, Omnipoint is not required to pay any interest or principal until litigation regarding Omnipoint's pioneer's preference and its New York MTA license is resolved. *Id.* at 31. In addition to this financial windfall, Omnipoint also has received a head-start in comparison to PCS competitors in the New York MTA.

- Does the "substantial use" condition require Omnipoint to use its pioneering interface from the initiation of PCS service? If not, at what point does the condition apply?
- When Omnipoint states that Nortel will be delivering a "turnkey digital PCS network," does Omnipoint mean that Nortel will deliver GSM/PCS 1900 base stations and handsets to Omnipoint?
- How will PacBell subscribers and subscribers from other areas using GSM be able to roam onto Omnipoint's network, and how will Omnipoint's subscribers be able to roam onto PacBell's proposed GSM/PCS 1900 system?
- What percentage of the equipment for which Omnipoint has contracted is designed to support the delivery of GSM/PCS 1900 base station equipment? What percentage is for GSM/PCS 1900 handsets?
- Given that Omnipoint's pioneer's preference award was based primarily on the development and provision of 2 GHz handsets, what is the significance of Omnipoint's assertion that JRC will be developing a first generation handset? How does this comport with Omnipoint's 1992 assertion that it had operational handsets?
- What percentage of the handsets that Omnipoint plans to deliver to its customers in 1996 will be GSM/PCS 1900 handsets? What will be the percentage for 1997?
- In light of Omnipoint's disclosure to the SEC that additional software and hardware development must be completed before its subscriber and infrastructure products will be available for commercial sale, when will IS-661 equipment be commercially available?
- Will the "substantial use" condition expire once Omnipoint covers one-third of the population of the MTA if Omnipoint does not substantially use the design and technologies upon which its preference is based?
- Will Omnipoint be permitted to sell its PCS system after it meets the five-year build-out requirement if it has not substantially used

the design and technologies upon which its preference is based?

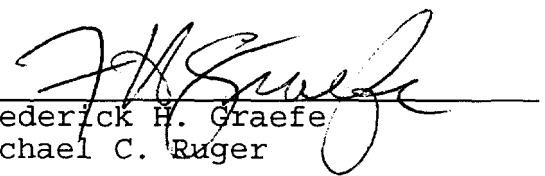
Conclusion

15. In light of the above, the WCC respectfully requests the Commission to clarify the meaning of the "substantial use" condition attached to the Omnipoint PCS license. In doing so, the Commission will ensure that Omnipoint is in full compliance with the conditions associated with its PCS license, and that it is deserving of the substantial benefits resulting from the grant of a pioneer's preference. If the Commission determines that Omnipoint is not in full compliance, then it should take all necessary steps to ensure that Omnipoint does, in fact, comply with the conditions.

Respectfully submitted,

THE WIRELESS COMMUNICATIONS COUNCIL

By:


Frederick H. Graefe
Michael C. Ruger

BAKER & HOSTETLER
Suite 1100
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5304
(202) 861-1500

Date: January 16, 1995

CERTIFICATE OF SERVICE

I, Roberta Messinger, a secretary at Baker & Hostetler, hereby certify that the attached Petition for Clarification has been delivered to the following parties on January 16, 1996.

- * The Honorable Reed E. Hundt
Chairman
Federal Communications Commission
Room 800
1919 M Street, N.W.
Washington, DC 20554
- * The Honorable James H. Quello
Commissioner
Federal Communications Commission
Room 802
1919 M Street, N.W.
Washington, DC 20554
- * The Honorable Andrew C. Barrett
Commissioner
Federal Communications Commission
Room 826
1919 M Street, N.W.
Washington, DC 20554
- * The Honorable Susan Ness
Commissioner
Federal Communications Commission
Room 832
1919 M Street, N.W.
Washington, DC 20554
- * The Honorable Rachelle B. Chong
Commissioner
Federal Communications Commission
Room 844
1919 M Street, N.W.
Washington, DC 20554
- * William E. Kennard, Esq.
General Counsel
Federal Communications Commission
Room 614
1919 M Street, N.W.
Washington, DC 20554

* Michele Farquhar, Esq.
Acting Chief
Wireless Telecommunications Bureau
Federal Communications Commission
Room 5002
2025 M Street, N.W.
Washington, DC 20554

** Mr. Douglas Smith
President
Omnipoint Corporation
2000 North 14th Street
Suite 550
Arlington, Virginia 22201


Roberta Messinger

* Indicates hand delivery

** Indicates delivery by First Class Mail, postage prepaid.

EXHIBIT 1
LICENSE OF OMNIPOINT COMMUNICATIONS, INC.



United States of America
Federal Communications Commission

RADIO STATION AUTHORIZATION
Commercial Mobile Radio Services
Personal Communications Service - Broadband

Omnipoint Communications, Inc.
7150 Campus Spring Drive
#155
Colorado Springs, Colorado 80920

Call Sign: **KNLF202**
Market: **M1**
New York
Frequency Block: **A**
File Number: **15002-CW-L-94**

The licensee hereof is authorized, for the period indicated, to construct and operate radio transmitting facilities in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in Title 47 of the U.S. Code of Federal Regulations.

Initial Grant Date December 13, 1994

Five-year Build Out Date December 13, 1999

License Expiration Date December 13, 2004

CONDITIONS:

Pursuant to Section 309(h) of the Communications Act of 1934, as amended, (47 U.S.C. § 309(h)), this license is subject to the following conditions: This license does not vest in the licensee any right to operate a station nor any right in the use of frequencies beyond the term thereof nor in any other manner than authorized herein. Neither this license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended (47 U.S.C. §§ 151, *et seq.*). This license is subject in terms to the right of use or control conferred by Section 706 of the Communications Act of 1934, as amended (47 U.S.C. § 606).

This authorization requires that Omnipoint Communications, Inc. shall construct a 30 Mhz broadband Personal Communications Services system on Frequency Block A (1850-1865MHz/1930-1945MHz) in the New York MTA that substantially uses the design and technology upon which the pioneer's preference award to Omnipoint Communications, Inc. was based. This condition expires upon meeting the five-year build-out requirement in 47 C.F.R. § 24.203(a).

This authorization requires that Omnipoint Communications, Inc. shall retain control of the license for at least three years from the initial license grant date or until the grantee has met the five-year build-out requirement of 47 C.F.R. § 24.203(a).

CONDITIONS Con't:

This authorization requires that Omnipoint Communications shall pay to the United States Treasury an amount equal to eighty-five percent (85%) of the adjusted value of its license calculated in accordance with Section 801 of the Uruguay Round Agreements Act of 1994, Pub. L. No. 103-465, Title VIII, 108 Stat. 4809 (enacted Dec. 8, 1994) (to be codified at 47 U.S.C. § 309 (j)(13)) and with a subsequent order specifying payment procedures and amounts thirty (30) days after the Memorandum Opinion and Order, FCC 94-318, and the order granting Omnipoint Communications a pioneer's preference become final orders, that is, the orders are no longer subject to administrative reconsideration or judicial review, appeal, or stay.

This Authorization is subject to the condition that, in the event that systems using the same frequencies as granted herein are authorized in an adjacent foreign territory (Canada/United States), future coordination of any base station transmitters within 72 km (45 miles) of the United States/Canada border shall be required to eliminate any harmful interference to operations in the adjacent foreign territory and to ensure continuance of equal access to the frequencies by both countries.

WAIVERS:

No waivers associated with this authorization.

EXHIBIT 2
SEC REGISTRATION STATEMENT (FORM S-1)
FILED BY OMNIPOINT CORPORATION
ON OCTOBER 19, 1995

PAGES 1-33

This Registration Statement, including exhibits consists of 1170 pages. Exhibit index appears on page 92.



95 20 6181

Registration No. 33-98360

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

PROCESSED BY OMNIPOINT CORPORATION

(Exact Name of Registrant as specified in its Charter)

2000 North 14th Street, Suite 550

Arlington, VA 22201

(703) 522-7778

(Address of Principal Executive Office)

4812

(Primary Standard Industrial
Classification Code Number)

04-2969720

(I.R.A. Employer
Identification No.)

Delaware
(State or other jurisdiction of
incorporation or organization)

PROCESSED BY

1177-92 = I

OCT 19 1995

**DISCLOSURE
INCORPORATED**

Edwin M. Martin, Jr., Esquire

Piper & Marbury L.L.P.

1200 19th Street N.W.

Washington, DC 20036

(202) 861-3900

Douglas G. Smith
OmniPoint Corporation
2000 North 14th Street, Suite 550

Arlington, VA 22201

(703) 522-7778

(Name and Address of Agent for Service)

Copies to:

Sean P. Griffiths, Esquire

Gilson, Dunn & Crutcher

200 Park Avenue

New York, NY 10166

(212) 351-0000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Shares of Common Stock, par value \$0.01	\$86,250,000	\$29,742

(1) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(c).

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

OMNIPONT CORPORATION

Cross-Reference Sheet

<u>Item Number in Form S-1</u>	<u>Location in Prospectus</u>
1. Forepart of Registration Statement and Outside Front Cover Page of Prospectus	Forepart of Registration Statement and Outside Front Cover Page of Prospectus
2. Inside Front and Outside Back Cover Pages of Prospectus	Inside Front and Outside Back Cover Pages of Prospectus
3. Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges	Prospectus Summary; Risk Factors
4. Use of Proceeds	Prospectus Summary; Use of Proceeds
5. Determination of Offering Price	Underwriting
6. Dilution	Dilution
7. Selling Stockholders	Not Applicable
8. Plan of Distribution	Outside Front Cover Page of Prospectus; Prospectus Summary; Underwriting
9. Description of Securities to be Registered	Outside Front Cover Page of Prospectus; Dividend Policy; Capitalization; Description of Capital Stock
10. Interests of Named Experts and Counsel	Not Applicable
11. Information with respect to the Registrant	
(a) Description of the Business	Prospectus Summary; Business; Management's Discussion and Analysis of Financial Condition and Results of Operations
(b) Description of the Property	Business
(c) Legal Proceedings	Business
(d) Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters	Dividend Policy; Description of Capital Stock; Management; Principal Stockholders; Shares Eligible for Future Sale
(e) Financial Statements	Financial Statements
(f) Selected Financial Data	Prospectus Summary; Selected Consolidated Financial Data
(g) Supplementary Financial Information	Not Applicable
(h) Management's Discussion and Analysis of Financial Condition and Results of Operations	Management's Discussion and Analysis of Financial Condition and Results of Operations
(i) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	Not Applicable

<u>Item Number to Form S-1</u>	<u>Location in Prospectus</u>
(j) Directors and Executive Officers	Management
(k) Executive Compensation	Management; Certain Transactions
(l) Security Ownership of Certain Beneficial Owners and Management.....	Management; Principal Stockholders
(m) Certain Relationships and Related Transactions ..	Management; Certain Transactions
12. Disclosure of Commission Prohibition on Indemnification for Securities Act Liabilities	Not Applicable